

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



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Trey Grayson
Secretary of State
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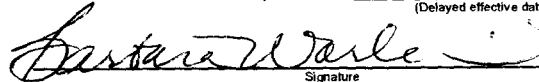
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Fee Receipt: \$90.00

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:


- The corporation is ☒ a business corporation (KRS 271B). ☐ a nonprofit corporation (KRS 273).
☐ a professional service corporation (KRS 274).
- The name of the corporation is
Borders teamed with Amazon.com, Inc.
- The name of the corporation to be used in Kentucky is
(If "real name" is unavailable for use)
- Delaware is the state or country under whose law the corporation is incorporated.
- July 16, 2001 is the date of incorporation and the period of duration is _____.
- The street address of the corporation's principal office is
1200 12th Ave S, Suite 1200, Seattle, WA 98144
Street City State Zip Code
- The street address of the corporation's registered office in Kentucky is
Kentucky Home Life Building, Louisville, Kentucky 40202
Street City State Zip Code
and the name of the registered agent at that office is
C T Corporation System
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President (See Attached) _____
Vice President _____
Secretary _____
Treasurer _____
Directors _____
(Attach a continuation sheet, if necessary)
- If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)


Signature

Barbara Worlein, Assistant Secretary
Type or Print Name & Title

Date: July 18, 2005

I, C T Corporation System, consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

By: 
Signature of Registered Agent
Kathleen C. Gareipy Asst. Sec.
Type or Print Name & Title

Company Active Officer and Director List



Borders teamed with Amazon.com, Inc.

Officer		Elected Term Ended
Thomas J. Szkutak	President and Chief Financial Officer	9/22/2003
Diego Piacentini	Senior Vice President	9/22/2003
L. Michelle Wilson	Senior Vice President and Secretary	9/22/2003
Jason M. Bristow	Vice President and Treasurer	9/22/2003
Robert D. Comfort	Vice President	4/10/2001
Christopher J. Nielsen	Vice President	1/17/2005
Mark S. Peek	Vice President	4/10/2001
G. Cayce Roy	Vice President	1/19/2004
Jonathan M. Witham	Vice President	6/30/2004
Joni L. Berger	Assistant Secretary	9/22/2003
Barbara J. Worlein	Assistant Secretary	1/19/2004

Director		Elected Term Ended
Jason M. Bristow	Director	9/22/2003
Mark S. Peek	Director	4/10/2001
L. Michelle Wilson	Director	4/10/2001

Addresses for all Officers and Directors:
1200 12th Ave S, #1200
Seattle, Washington 98144

Delaware

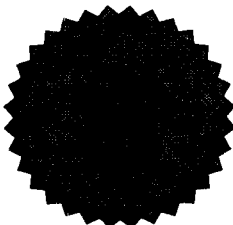
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BORDERS TEAMED WITH AMAZON.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4037838

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DATE: 07-21-05